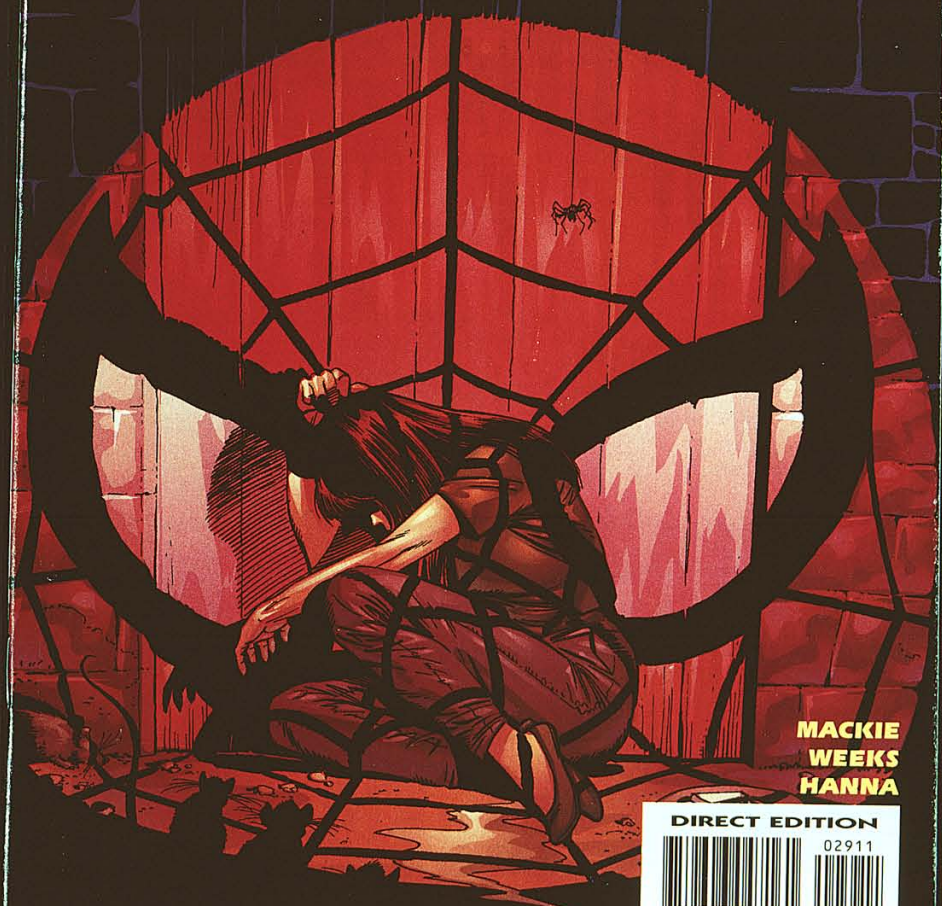




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THE AMAZING SPIDER-MAN



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A DEMONSTRATION ON RADIATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRIKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY.
STAN LEE PRESENTS: **THE AMAZING SPIDER-MAN**

MARY JANE

Howard Mackie writer

Lee Weeks penciler

Scott Hanna inks Brian Haberlin colors

Richard Starkings & Comcraft's Wes Abbott letters Axel Alonso editor Joe Quesada chief

I REMEMBER THE EXACT
MOMENT I FELL IN LOVE
WITH HER.

THE GIRL NEXT DOOR.

THE GIRL OF MY DREAMS.

THE WOMAN I WAS
DESTINED TO BE
WITH FOR THE REST
OF MY LIFE.

I STILL FEEL THAT WAY.



THE AMAZING SPIDER-MAN: Vol. 2, No. 29, May, 2001. (ISSN #0274-5222) Published by MARVEL COMICS, Bill Jemas, President; Frank Foceta, Senior Vice President; Publishing: Joe Quesada, Editor-in-Chief; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 2001 Marvel Characters, Inc. All rights reserved. Price \$2.99 per copy in the U.S. and \$4.50 in Canada. Subscription rate for 12 issues in U.S. dollars: \$27.00; Canada: \$37.00; foreign: \$39.00. (GST #R1230252) No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in this issue and the distinctive New Times (thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT., P.O. BOX 1975 DANBURY, CT. 06813-1975. TELEPHONE # (203) 744-5231. FAX # (203) 744-9944. Printed in the U.S.A. MARVEL COMICS is a division of MARVEL ENTERPRISES, INC. Peter Conner, Chief Executive Officer; Avi Arad, Chief Creative Officer.

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I JUST CAN'T SHAKE THIS
FEELING THAT YOU'RE
OUT THERE SOMEWHERE...

IT'S NOT DENIAL... NOT
DEPRESSION... I'M NOT CRAZY.

IT'S A REAL, PALPABLE
FEELING IN THE BACK
OF MY HEAD...

YOU'RE OUT THERE,
M.J. YOU'RE ALIVE.

I'M NOT GOING TO
LET GO OF THE
FEELING THIS TIME.

I'M GOING TO
STICK WITH IT...
LET IT GROW...
AND THEN...

...I'LL COME
FOR YOU.

WE'LL BE
TOGETHER
AGAIN.

FOREVER.

ON THE FAR SIDE
OF THE CITY...

IT'S
HAPPENING!

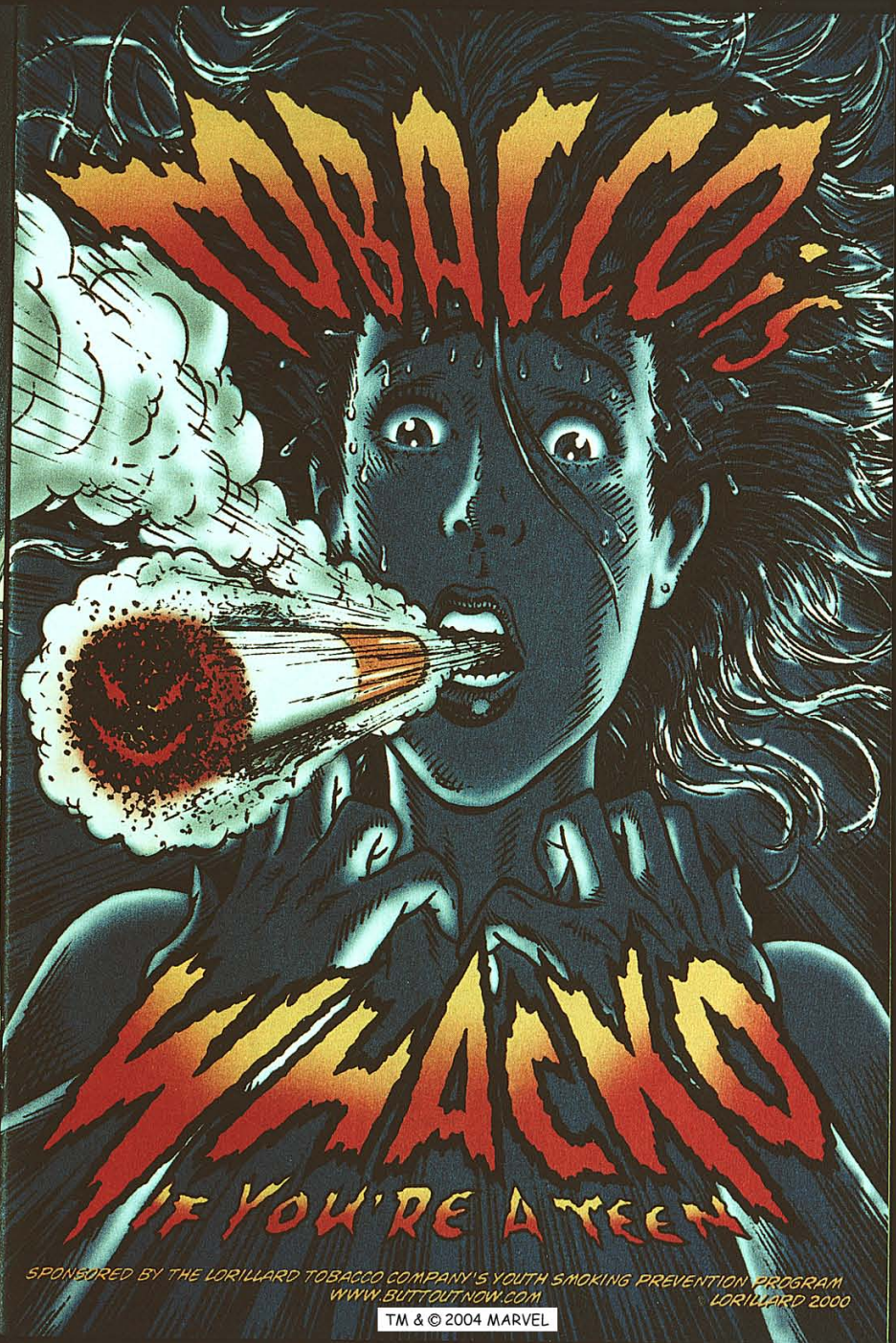
DINER

HE'S
ALMOST
READY!

BUT
NOT QUITE...
YET!

NEED
JUST A LITTLE
MORE TIME AND
THEN...

...PEACE.



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THE PAIN... IT'S
DIMINISHING.

BUT WHAT
IS A LITTLE MORE
PAIN AFTER ALL
THIS TIME?

ALL THE
WAITING.

THE
SUFFERING.

NOT FOR
TOO MUCH
LONGER. HE
WILL --

HELLO?

ARE YOU
THERE?
CAN YOU
HEAR
ME?

I'M
HUNGRY.
CAN I
PLEASE
HAVE SOME
FOOD?



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Reinvented Itself
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ULTIMATE
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ULTIMATE X-MEN #4
Someone Quits The
X-Men! Is It Jean
Grey?

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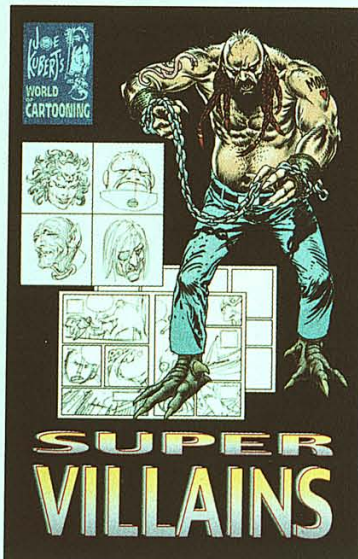
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LOOK, IT'S NOT TOO LATE TO STOP THIS. IF YOU LET ME GO, I PROMISE...

...I...
M-MY HUSBAND... HE'S NOT GOING TO LET YOU JUST --



YOUR HUSBAND THINKS YOU'RE DEAD. THE WHOLE WORLD THINKS YOU'RE DEAD.



B-BUT WHY? WHY WOULD THEY THINK I'M DEAD?

BELIEVE ME, IT'S BETTER YOU DON'T REMEMBER.



SOMETIMES I WISH I COULD FORGET. BUT UNDERSTAND: I HAD NO CHOICE. I HAD TO DO IT.

I NEEDED TIME... NEEDED A LINK.



A LINK...? TO WHAT?
WHY DO YOU GUYS ALWAYS TALK IN RIDDLES?



"YOU GUYS"?

BELIEVE ME, NO MATTER WHAT YOU THINK, NEITHER YOU, NOR YOUR HUSBAND, HAS EVER MET ANYONE LIKE ME BEFORE.



YOU'LL SEE, JILL.

SHE'S OUT THERE.

YOU DON'T SPEND AS MUCH TIME. DON'T LOVE SO DEEPLY AS MJ AND I HAVE AND --



I...
...I JUST NEED A LITTLE MORE TIME TO FIND HER...



PETER, WHEN'S THE LAST TIME YOU ATE?

...JUST A LITTLE MORE TIME.

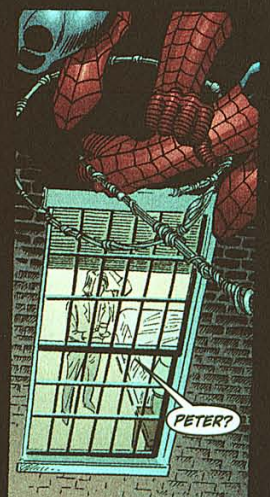
MM-HM. I'LL BE RIGHT BACK.



IT'S TIME.



PETER, YOU GUYS DON'T HAVE MUCH IN THE FRIDGE. JUST SOME MOLDY OLD CHEESE AND --

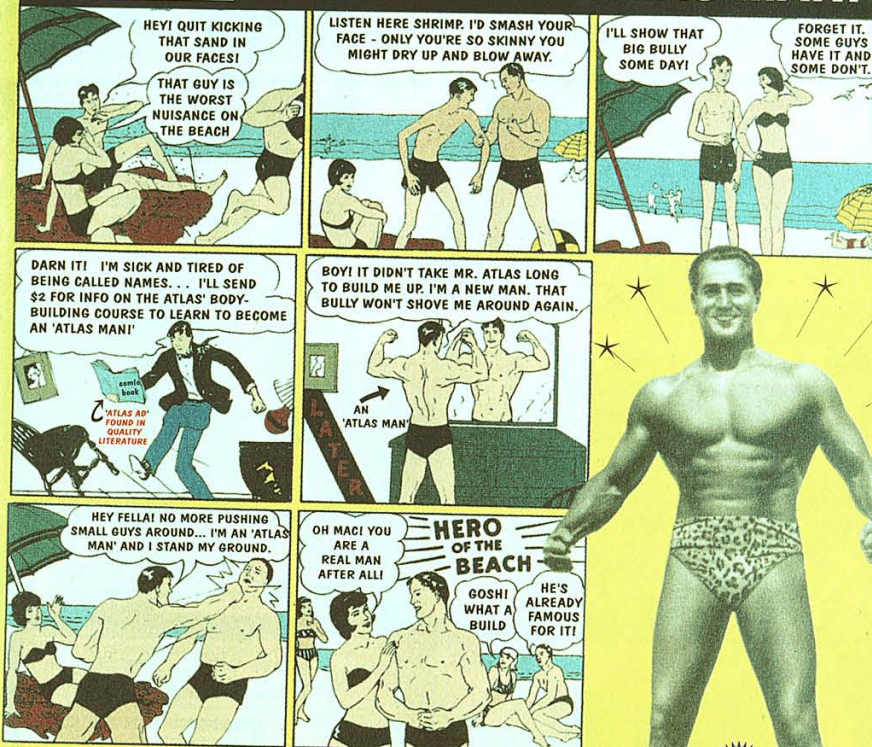


PETER?



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TIRED OF BEING PICKED ON? NOBODY PICKS ON AN "ATLAS MAN!"



I WAS PICKED ON TOO - NOT ANYMORE!

That's right fellas, I understand how it feels to be "picked on." I was a skinny "97-pound weakling." I was so ashamed of my scrawny body that I dreaded being seen in a swim suit or going to the gym. The girls wouldn't look at me and the guys gave me no respect. That all changed for me, and I'll change it for you. I'll make you an "Atlas Man." I will build you a massive muscular body to impress the girls and stop the bullies! You have my word on that!

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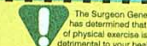
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The Surgeon General has determined that lack of physical exercise is detrimental to your health.



"A YEAR AGO, YOU WOULD HAVE PASSED ME ON THE STREET AND NEVER GIVEN ME A SECOND THOUGHT."

"I WAS ONE OF THOSE CRAZIES THAT EVERYONE AVOIDS, THANKING GOD THAT SUCH A THING DIDN'T HAPPEN TO THEM."

"NO ONE WANTED ANYTHING TO DO WITH ME. NO ONE WANTED TO KNOW WHAT MY STORY WAS..."



"...BUT I KNEW THEIRS."

"EVERY SINGLE DETAIL OF THEIR LIVES WAS OPEN TO ME. EVERY THOUGHT, EVERY EMOTION, EVERY SECRET."

"A CACOPHONY OF VOICES FILLED MY HEAD -- THE THOUGHTS OF ANYONE NEAR ME. THERE WAS NOTHING I COULD DO TO TUNE THEM OUT."



"THE VOICES HAVE BEEN IN MY HEAD SINCE PUBERTY. AT FIRST I THOUGHT I WAS CRAZY. DOCTORS EVEN DIAGNOSED ME AS SCHIZOPHRENIC."

"BUT THE DOCTORS AND THE MEDICATIONS COULDN'T HELP. ISOLATION WAS THE ONLY SALVE FOR MY PAIN."

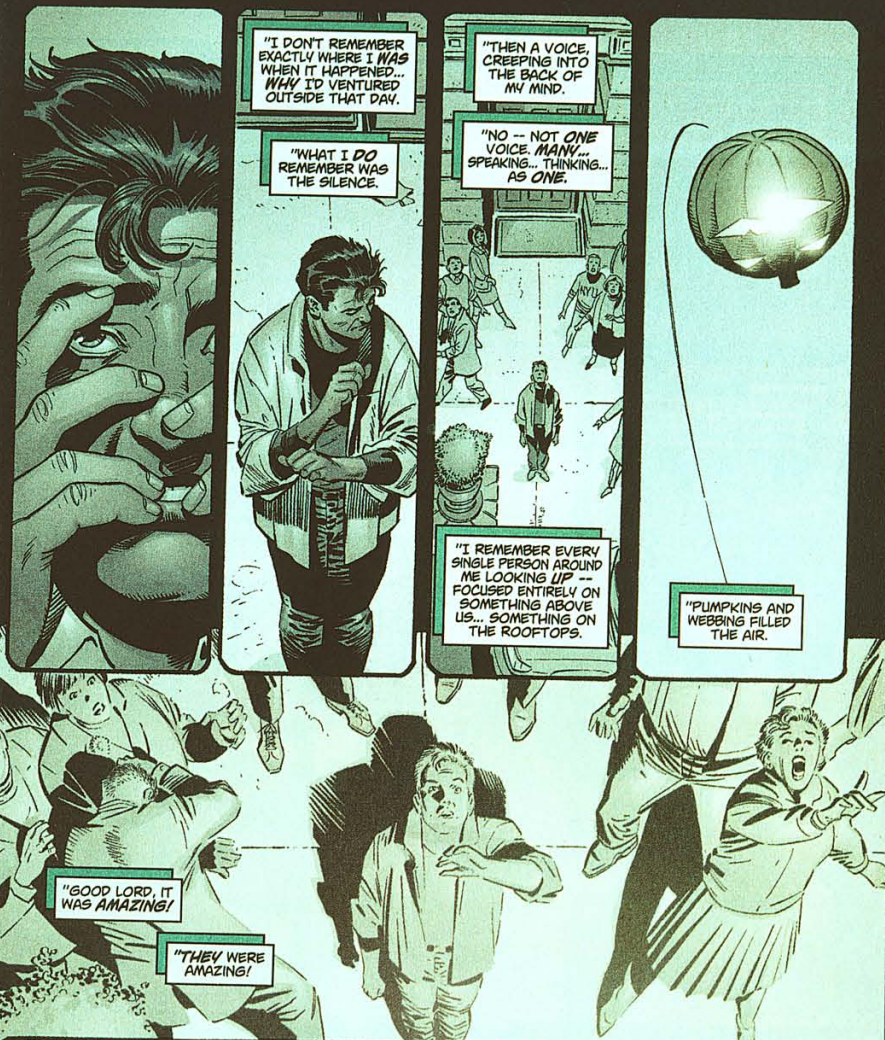


"BUT ONLY FOR A WHILE."

"THE WORLD... THE VOICES... HUMANITY... WOULDN'T LEAVE ME ALONE!"

"I COULDN'T GET FAR ENOUGH AWAY WITHOUT COUNTLESS VOICES... SCREAMING... TEARING THROUGH MY HEAD... WITH THE STEADY TORRENT OF INANE BABBLE DRIVING ME CLOSER AND CLOSER TOWARD THE BRINK OF INSANITY."

"THEN, ONE DAY, THE VOICES JUST..."



"I DON'T REMEMBER EXACTLY WHERE I WAS WHEN IT HAPPENED... WHY I'D VENTURED OUTSIDE THAT DAY."

"WHAT I DO REMEMBER WAS THE SILENCE."

"THEN A VOICE, CREEPING INTO THE BACK OF MY MIND."

"NO -- NOT ONE VOICE. MANY... SPEAKING... THINKING... AS ONE."

"I REMEMBER EVERY SINGLE PERSON AROUND ME LOOKING UP -- FOCUSED ENTIRELY ON SOMETHING ABOVE US... SOMETHING ON THE ROOFTOPS."

"PUMPKINS AND WEBBING FILLED THE AIR."

"GOOD LORD, IT WAS AMAZING!"

"THEY WERE AMAZING!"



"I GUESS I SAW THE EXPLOSION. I CAN'T BE SURE."



"EMOTIONS SURGED FORWARD, TURNED INTO UNBRIDLED PANIC. THE CROWD SCATTERED... THEIR MINDS BEGAN TO PULL APART..."

"I KNEW I WAS IN DANGER."



"AND YET... ALL I COULD DO WAS WATCH AS A CERTAIN DEATH DESCENDED UPON ME."



"I'LL NEVER KNOW."



"IN A HEARTBEAT, EVERYTHING CHANGED FOR ME."

"IN THAT MOMENT I SAW THE POSSIBILITIES UNFOLD BEFORE ME."



"AH! I CAN FEEL HIM... HE'S GETTING CLOSER."

"THAT'S OKAY... THERE'S NOT MUCH LEFT TO TELL."

"WE'LL BE READY FOR HIM."

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Your friend wants you
to smoke that wacky weed.
You don't know what to say. Try this.

No. Absolutely not.

I have more respect ^{for my} body than that.

I have more respect ^{for my} parents than that.

I have more respect ^{for my} little brother who thinks

I am the best thing
to happen to the planet
earth
since professional
wrestling.

I don't get high
on the streets.

I get high above
the rim.

Where I take guys
like you to school.

So, when I say NO,
I mean not now,
not tomorrow.

Not this weekend
at the party.

Not ever.

Or you could just say:
I'm not into that stuff.

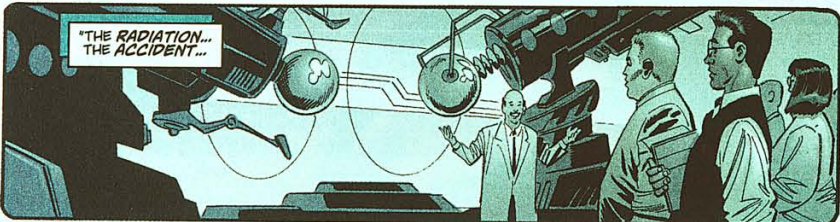
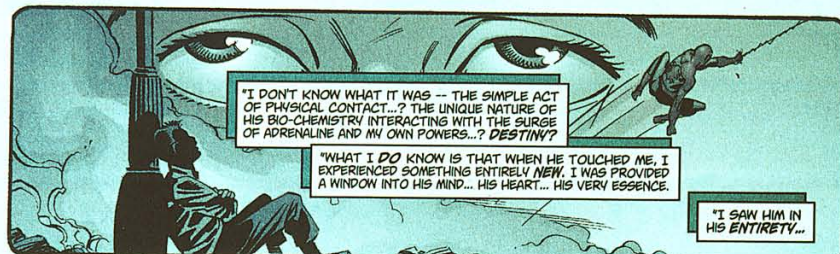
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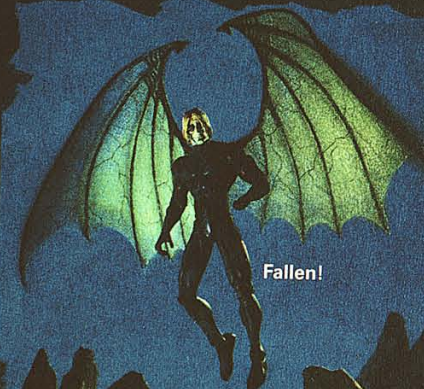


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"HIS HAPPINESS, HIS PAIN -- ALL OF IT UNFOLDED BEFORE ME."

"THE BURGLAR."

"THE DEATH OF HIS UNCLE BEN."



"HIS ADVENTURES, HIS VICTORIES, HIS LOSSES --"

"... AND EVERYTHING IN BETWEEN."



"HIS FAMILY... HIS FRIENDS... HIS ENEMIES... YOU!"



"I SAW THE EMPTINESS OF MY LIFE... MY OWN EXISTENCE."

"SAW EVERYTHING THAT I HAD MISSED."

"EVERYTHING."



"YOU'RE SICK!"

"PERHAPS I AM, BUT NOT OUT OF CHOICE. I NEVER ASKED FOR THIS CURSE. AND I AM READY TO BE DONE WITH IT."

"I'LL NEVER BE YOURS! NO MATTER HOW LONG YOU KEEP ME HERE."



"IT WON'T BE MUCH LONGER."

"EVERYTHING I'VE DONE SINCE THAT DAY HAS BUILT TO THIS MOMENT. AFTER MY EXPERIENCE WITH YOUR HUSBAND, I FOUND MY FOCUS... KNEW WHAT I WAS CAPABLE OF..."

"...KNEW WHAT I WANTED."



"...AND HOW TO GET IT."

"THE PHONE CALLS -- THE HARASSMENT -- WERE MERELY MEANT TO UNNERVE YOU BOTH."

"FOR THE NEXT PHASE TO BEGIN I NEEDED ONLY TWO THINGS:"

"A DISGUISE AND A DRUGGED LOLLIPOP."

"NO ONE SUSPECTED A THING OF THE KINDLY OLD MAN WHO USHERED HIS SICK NIECE OFF THE PLANE. A KIDNAPPING IN BROAD DAYLIGHT, AND NO ONE NOTICED."

"NOT THAT IT WOULD HAVE MATTERED..."



"OH MY GOD! I REMEMBER! THE PLANE!"

"YOU KILLED THEM ALL... JUST TO GET TO ME!"



"OH, DEAR... YOU MISUNDERSTAND."

"I NEEDED THE EXPLOSION FOR A REASON: TO MAKE YOUR HUSBAND THINK YOU WERE DEAD. HIS GRIEF WOULD MAKE HIM VULNERABLE."

"THIS WAS NEVER REALLY ABOUT YOU."

"AH... IT'S ALMOST OVER."

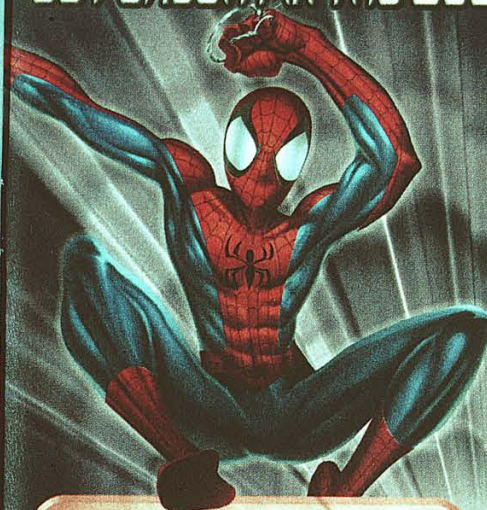


"HE'S HERE."



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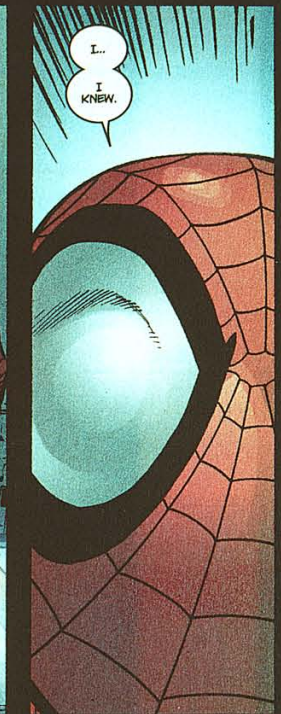
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WHO DID THIS?
WHY?



I DON'T KNOW.

"AND NOW I HAD
ANOTHER LIFE...
HIS LIFE..."

"...SAW
EVERYTHING
THAT I HAD
MISSED..."



"I WANTED...
NEEDED IT ALL."

"YOU KNOW...
IT WAS NEVER
REALLY ABOUT
YOU..."

PETER.

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LOOK
OU--



TOO
LATE.

SPIDER-
SENSE HAS
BEEN SHUT
OFF.



KRAK



I NEED
IT ALL!
I
NEED HIS
LIFE!

**TO BE CONTINUED
IN PETER PARKER #29!**

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THE SPIDER-MAN WEB

This winter, excitement has a new name: Mittens. Here's the mail.

To Howard Mackie and Axel Alonso: A crazy cat story? Ha ha ha ha ha! And a genetically altered cat with an attitude, like a grumpy Fat Freddy's Cat from the Freak Brothers underground comic. I see a hint, though, that he's gonna be around a while. I say no! He's good for a one-issue laugh, but please, drop the cat. Wilfred D. DeVoe Salem, MA

Request noted, Wilfred. Though our next letter writer disagrees.

Dear Spider's Web,

Introducing a pet for Peter Parker could be Howard Mackie's greatest moment on AMAZING SPIDER-MAN and a great legacy to leave behind. I can't tell you how excited I was when I finished reading issue #271! Well actually, I wasn't that excited, because it is just a fictional cat in a fictional book, but in those proportions I was excited. Well, not really, really excited... Oh, how can I say it without sounding like a geek?

The cat is just lovely and J.R. Jr. did a great job drawing him. I hope other creators on the books will not ignore this wonderful creature. The brave decision here was to give Peter a pet cat with super powers. Maybe the next DC/MARVEL crossover could be Krypto versus whatevsname. This cat needs a name. Just don't call him Spider-Cat and dress him in a cute little Spidey-Cat costume... Mmm... You don't plan to do that... Do you?

Anyway, I think that having a cute perky smelly cat could be interesting, and automatically makes the book more fun. With all the mayhem in Peter's life, he needs all the unconditional love he can get. I hope the cat will stick around.

Nice one.

Michael Bregman
Gan-Yavne, Israel

Michael, the cat has a name. It's Mittens. Mister Mittens. For answers to your pressing questions about the fate of Peter's cat and, of course, a little someone named Mary Jane! — see the AMAZING SPIDER-MAN ANNUAL, out soon. Suffice it to say, Mr. Mittens has got to sleep somewhere.

Dear Spider's Web,

I laughed out loud when Spider-Man was having a difficult time getting "Mr. Mittens" out of the tree. This was one elusive cat. Spider-Man may have not been 100 percent personality-wise, as he mentions that he was not up to his usual snappy banter and witty repartee, but he was 100 percent in the full swing of things as he went after those gangsters Mr. Q and Mr. P.

AMAZING SPIDER-MAN #27 was full of thrills and excitement. This was truly some good entertainment this evening!

Paul Dale Roberts
Production Captain, Jazma Universe
Online
Via Internet

Glad to hear it.

Dear Spider's Web,

I have just finished AMAZING SPIDER-MAN #27 today and it was spectacular. It was very strange that the gangsters were

going after the black cat. I've been reading AMAZING SPIDER-MAN for over six years now, and can't stop.

I have a few questions to ask:

- 1) When is Mary Jane coming back?
- 2) Is Carnage coming back soon?
- 3) When will Spider-Man change his costume to black and white again?
- 4) Will we ever see Toad-Man?
- 5) Is Peter Parker's daughter alive?
- 6) Is Spider-Man ever going to time travel?

Well, until Spider-Man gets new powers, Make Mine Marvel.

Adam Heisey
Via Internet

Some answers, Adam:

- 1) Yes, she is. See pages 1 through 22.
- 2) No, he won't.
- 3) No time soon.
- 4) No time soon.
- 5) Let's just say if she is, she won't be appearing any time soon.
- 6) No time soon.

Dear Spinners of The Web,

You guys never seem to stop surprising me. Spidey with a pet? Who da think it? It's touching like this that make me keep reading your mags about the wondrous webspinner. You just gotta do me a favor though: don't let the "moggie" develop super powers!

Now I've been through thick and thin with Pete for the best part of thirty years. Sure, we've had our ups and downs, and at times the road has been a rocky one to tread, but we've stuck it out together (Clone Saga included). But if this feline dons a cape and starts flying over the Manhattan skyline with Spidey, I'm off!!!

I loved Mister P and Q, and being British myself the humor was not lost on me. These guys were hunting down the puss in question on the orders of A.I.M. who have no doubt genetically monkeyed around with it, hence they wanted it destroyed. But please, for the love of Stan, don't go down the road of giving Pete a super pet. Story lines like that belong in the pages of your distinguished competition.

All in all, though, the story was witty and inventive, and I actually find myself looking forward to the next issue. No offense, guys, but things were getting stale. The only thing that has kept me with Spidey for some time now is John Jr.'s amazing artwork. And now that the stories are getting better, Mr. Mackie is leaving us. I'd just like to wish Howard all the best in the future and say that good story or bad, we've always been entertained.

Keep up the good work, and just one question: What's happened to Jimmy 6, and any chance he'll be popping up in the future? Sorry, my mistake, that's two questions.

Martin Dallard
Via Internet

Thanks, Martin. Jimmy Six doesn't figure into the immediate future of AMAZING SPIDER-MAN, but he could pop up elsewhere.

Dear Editor:

Even though I haven't kept up on Spidey in about seven or eight years, he still has a solid place in my heart, and is a constant reminder of my childhood fantasies. His philosophy of this hero, who behind the mask is a regular guy with problems, has always reminded me in my adulthood that I can handle almost anything. I am glad to

see that he is still one of the most popular super heroes of all time.

Keep up the good work. I will try to pass on the word to future Marvelites. Excelsior!

Gary Bennett
Via Internet

That's high praise, Gary. But by all means come on back. Next issue is as good a jumping-on point as there ever will be.

Dear Editor:

I was wondering if it is possible to make a web shooter like the one Peter Parker made, and if it is possible to make web fluid that is strong enough to support a human being? I would greatly appreciate it if you reply back with an answer; thank you very much.

"TMac01"
Via Internet

Tmac, we've decided to conduct an in-house experiment.

Ralf, how's it going over there? Wait, maybe we should do a test first— Ralf, get down from there! Ralf... this isn't funny...

Ralf—wait!
RAAAAAAAAAAAAAAAAAAAAAAALF!!!!

No. Current data shows that, in fact, it is not possible to make a web fluid strong enough to support a human being.

Kids, do not try to do this at home!

Hi, Spidey's Web,

I would like to say goodbye to Howard Mackie. Let's not forget the great stories he wrote — "The Name of the Rose," "Spirits of Venom," or, by the way, AMAZING SPIDER-MAN #271 A story without any tough super-villains, and a big laugh for that "John Woo" reference.

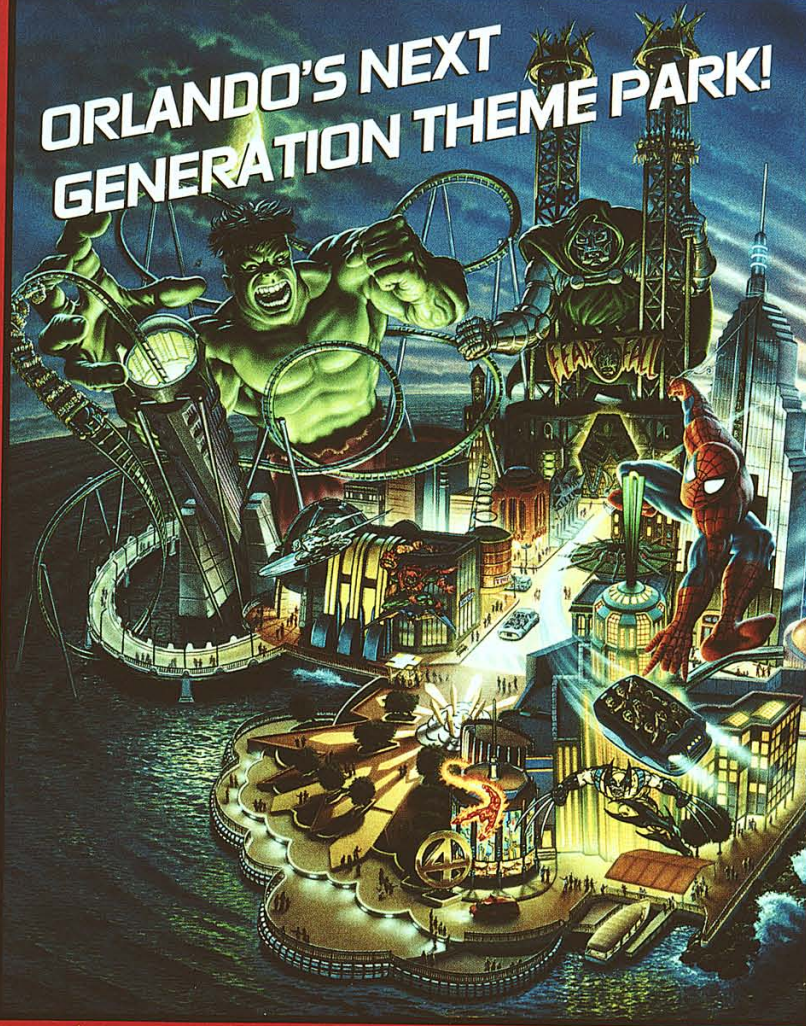
Harza Tamas
Hungary

Thanks, Harza. We couldn't agree more. Howard's run on ASM has been a long and prosperous, and his final issue — AMAZING SPIDER-MAN ANNUAL, which comes out in a couple of weeks — is as a fine swan song as there comes. You won't want to miss it. Keep your ear to the ground for future projects by Mr. Mackie.

NEXT ISSUE:

J. MICHAEL STRACZYNSKI TAKES OVER THE REINS WITH "TRANSFORMATIONS, LITERAL AND OTHERWISE"!!! A SUDDEN ENCOUNTER WITH AN ENIGMATIC STRANGER WILL FOREVER CHANGE THE WAY THAT PETER PARKER WILL LOOK AT HIMSELF AND SPIDER-MAN. JOIN JMS, JOHN ROMITA JR., SCOTT HANNA AND NEW COVER ARTIST J. SCOTT CAMPBELL AS SPIDEY EMBARKS ON A NEW ERA.

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A cartoon illustration of a character with a large, multi-colored (red, orange, yellow) cylindrical head that resembles a nuclear reactor core. Blue smoke or steam is billowing from the top. The character has a wide, toothy grin and is eating several square, orange-colored chips. He is holding a box of Cheese Nips Cheddar flavor in his left hand. The box is yellow and orange with the brand name 'Cheese Nips' and 'CHEDDAR' clearly visible. The character is wearing a black t-shirt with a green, textured, skull-like design. The background is white with a large orange and yellow explosion graphic at the bottom right.

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